

James H.M. Sprayregen P.C.  
Paul M. Basta  
Ray C. Schrock  
KIRKLAND & ELLIS LLP  
601 Lexington Avenue  
New York, New York 10022  
Telephone: (212) 446-4800  
Facsimile: (212) 446-4900

- and -

James J. Mazza, Jr.  
KIRKLAND & ELLIS LLP  
300 North LaSalle  
Chicago, Illinois 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200

Counsel to the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

---

In re:	)	
	)	Chapter 11
	)	
THE GREAT ATLANTIC & PACIFIC TEA	)	Case No. 10-24549 (RDD)
COMPANY, INC., <i>et al.</i>	)	
	)	
Debtors.	)	Jointly Administered
	)	

---

**AGENDA OF MATTERS SCHEDULED FOR HEARING  
ON MAY 18, 2011 AT 10:00 A.M. PREVAILING EASTERN TIME**

---

Time and Date of Hearing: May 18, 2011 at 10:00 a.m. (prevailing Eastern Time) (the “*Hearing*”).<sup>1</sup>

Location of Hearing: The Honorable Robert D. Drain, Bankruptcy Judge  
United States Bankruptcy Court of the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601-4140.

Copies of Pleadings: Each pleading can be viewed on the Court’s website at [www.ecf.nysb.uscourts.gov](http://www.ecf.nysb.uscourts.gov) and at the website of the Debtors’ notice and claims agent, Kurtzman Carson Consultants LLC (“*KCC*”), at [www.kccllc.net/aptea](http://www.kccllc.net/aptea) or by calling KCC at (877) 660-6625, or internationally at 732-645-4133.

## I. INTRODUCTION<sup>2</sup>

## II. ADVERSARY PROCEEDINGS

### A. THE GREAT ATLANTIC & PACIFIC TEA COMPANY, INC. *ET AL.* V. LOCAL UNION NO. 863, AFFILIATED WITH THE INTERNATIONAL BROTHERHOOD OF TEAMSTERS, CHAUFFEURS, WAREHOUSEMEN AND HELPERS OF AMERICA (ADVERSARY PROCEEDING CASE NO. 11-08238)

#### 1. Debtors’ Motion for Leave to File Sur-Reply. Debtors’ Motion for Leave to File a Sur-Reply to Local 863’s Reply to Debtors’ Objection to Local

---

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: The Great Atlantic & Pacific Tea Company, Inc. (0974); 2008 Broadway, Inc. (0986); AAL Realty Corporation (3152); Adbrett Corporation (5661); Amsterdam Trucking Corporation (1165); APW Supermarket Corporation (7132); APW Supermarkets, Inc. (9509); Bergen Street Pathmark, Inc. (1604); Best Cellars DC Inc. (2895); Best Cellars Inc. (9550); Best Cellars Licensing Corp. (2896); Best Cellars Massachusetts, Inc. (8624); Best Cellars VA Inc. (1720); Bev, Ltd. (9046); Borman’s Inc. (9761); Bridge Stuart, Inc. (8652); Clay-Park Realty Co., Inc. (0902); Compass Foods, Inc. (0653); East Brunswick Stuart, LLC (9149); Farmer Jack’s of Ohio, Inc. (5542); Food Basics, Inc. (1210); Gramatan Foodtown Corp. (5549); Grape Finds At DuPont, Inc. (9455); Grape Finds Licensing Corp. (7091); Grapefinds, Inc. (4053); Greenlawn Land Development Corp. (7062); Hopelawn Property I, Inc. (6590); Kohl’s Food Stores, Inc. (2508); Kwik Save Inc. (8636); Lancaster Pike Stuart, LLC (9158); LBRO Realty, Inc. (1125); Lo-Lo Discount Stores, Inc. (8662); Mac Dade Boulevard Stuart, LLC (9155); McLean Avenue Plaza Corp. (5227); Milik Service Company, LLC (0668); Montvale Holdings, Inc. (6664); North Jersey Properties, Inc. VI (6586); Onpoint, Inc. (6589); Pathmark Stores, Inc. (9612); Plainbridge, LLC (5965); SEG Stores, Inc. (4940); Shopwell, Inc. (3304); Shopwell, Inc. (1281); Spring Lane Produce Corp. (5080); Super Fresh/Sav-A-Center, Inc. (0228); Super Fresh Food Markets, Inc. (2491); Super Market Service Corp. (5014); Super Plus Food Warehouse, Inc. (9532); Supermarkets Oil Company, Inc. (4367); The Food Emporium, Inc. (3242); The Old Wine Emporium of Westport, Inc. (0724); The South Dakota Great Atlantic & Pacific Tea Company, Inc (4647); Tradewell Foods of Conn., Inc. (5748); Upper Darby Stuart, LLC (9153); and Waldbaum, Inc. (8599). The location of the Debtors’ corporate headquarters is Two Paragon Drive, Montvale, New Jersey 07645.

<sup>2</sup> The Debtors are currently in discussions with the applicable parties to potentially adjourn the two remaining matters currently set for the Hearing, and the Debtors intend to cancel the Hearing if these matters are adjourned. The Debtors will cause notice to be filed in the event the Hearing is cancelled.

863's Motion in Lieu of Answer for Entry of an Order (A) Dismissing, Without Prejudice, Count 1 of the Adversary Complaint and (B) as to the State Law Claims, Suspending the Adversary Proceeding Pending NLRB Determination of the Unfair Labor Practice Charge [Docket No. 12] (the "*Motion for Leave to File Sur-Reply*").

Responses Received: None.

Status: This matter is going forward.

2. Local 863 Motion to Dismiss. Local Union 863's Motion in Lieu of Answer for Entry of an Order (A) Dismissing, Without Prejudice, Count 1 of the Adversary Complaint and (B) as to the State Law Claims, Suspending the Adversary Proceeding Pending NLRB Determination of the Unfair Labor Practice Charge [Docket No. 5].

Response Received:

- (A) Debtors' Objection to Local 863's Motion in Lieu of Answer for Entry of an Order (A) Dismissing, Without Prejudice, Count 1 of the Adversary Complaint and (B) as to the State Law Claims, Suspending the Adversary Proceeding Pending NLRB Determination of the Unfair Labor Practice Charge [Docket No. 6].

Related Documents:

- (B) Local Union 863's Reply to Debtors' Objection to Local 863's Motion in Lieu of Answer for Entry of an Order (A) Dismissing, Without Prejudice, Count 1 of the Adversary Complaint and (B) as to the State Law Claims, Suspending the Adversary Proceeding Pending NLRB Determination of the Unfair Labor Practice Charge [Docket No. 10].
- (C) Debtors' Sur-Reply to Local 863's Motion in Lieu of Answer For Entry of an Order (A) Dismissing, Without Prejudice, Count 1 of the Adversary Complaint and (B) as to the State Law Claims, Suspending the Adversary Proceeding Pending NLRB Determination of the Unfair Labor Practice Charge [Docket No. 12] (the "*Sur-Reply*").<sup>3</sup>

Status: This matter is going forward.

---

<sup>3</sup> The Sur-Reply was attached as **Exhibit A** to the Motion for Leave to File Sur-Reply.

**B. UFCW LOCAL 342 v. PATHMARK STORES, INC. (ADVERSARY PROCEEDING CASE NO. 11-08239)**

1. Debtors' Motion to Dismiss. Debtors' Motion and Memorandum in Support of [Debtors'] Motion to Dismiss Pursuant to Federal Rule of Civil Procedure 12(b)(6) [Docket No. 4].

Response Received:

- (A) Memorandum of Law of Local 342 in Opposition to Motion to Dismiss [Docket No. 5].

Related Documents:

- (B) Reply in Support of [Debtors'] Motion to Dismiss Pursuant to Federal Rule of Civil Procedure 12(b)(6) [Docket No. 6].

Status: This matter is adjourned to the Court's omnibus hearing on June 14, 2011.

**III. MAIN PROCEEDING, IN RE THE GREAT ATLANTIC & PACIFIC TEA COMPANY, INC. *ET AL.* (CASE NO. 10-24549)**

**A. CONTESTED MATTERS**

1. Schmidts Retail, LP's Motion to Compel. Schmidts Retail, LP's Motion to Compel Debtors to Assume or Reject Lease [Docket No. 1043].

Response Received:

- (A) Debtors' Omnibus Objection to Schmidts Retail, LP's and Michaels Stores, Inc.'s Motion to Compel the Debtors to Assume or Reject Leases Pursuant to U.S.C. § 365(d)(2) [Docket No. 1385].

Related Documents: None.

Status: This matter is going forward.

**B. RESOLVED MATTERS**

1. Eastern Fish Company's Motion for Relief from Stay. Motion of Eastern Fish Company for Relief from the Automatic Stay [Docket No. 1284].

Responses Received: None.

Related Documents: None.

Status: The parties have submitted a proposed form of order resolving this matter to Chambers.

2. Direct Source Seafood, LLC's Motion for Expense Claim. Motion of Direct Source Seafood, LLC for an Order, Pursuant to Section 503(b)(9) of the Bankruptcy Code, Allowing it an Administrative Expense Claim [Docket No. 655].

Responses Received: None.

Related Documents: None.

Status: The parties have entered into a stipulation with respect to allowance of the movant's 503(b)(9) claim.

3. Vortman Cookies Limited's Motion for Expense Claim. Vortman Cookies Limited's Motion for Entry of Order Allowing Administrative Expenses [Docket No. 908].

Responses Received: None.

Related Documents: None.

Status: The parties have entered into a stipulation with respect to allowance of the movant's 503(b)(9) claim.

4. Vestcom Retail Solution's Motion for Expense Claim. Request of Vestcom Retail Solutions for Allowance and Payment of Section 503(b)(9) Administrative Claim [Docket No. 991].

Responses Received: None.

Related Document:

- (A) First Amended Request of Vestcom Retail Solutions for Allowance and Payment of Section 503(b)(9) Administrative Claim [Docket No. 1056].

Status: The parties have entered into a stipulation with respect to allowance of the movant's 503(b)(9) claim.

5. Plainfield Tobacco and Candy, Inc.’s Motion for Expense Claim. Request for Allowance and Payment of Section 503(b)(9) Administrative Claim [Docket No. 1066].

Responses Received: None.

Related Documents: None.

Status: The parties have extended into a stipulation with respect to allowance of the movant’s 503(b)(9) claim.

### **C. ADJOURNED MATTERS**

1. Michaels Stores, Inc.’s Motion to Compel. Motion of Michaels Stores, Inc. to Compel the Debtors to Assume or Reject Leases Pursuant to 11 U.S.C. § 365(d)(2) [Docket No. 1218].

Response Received:

- (A) Debtors’ Omnibus Objection to Schmidts Retail, LP’s and Michaels Stores, Inc.’s Motion to Compel the Debtors to Assume or Reject Leases Pursuant to U.S.C. § 365(d)(2) [Docket No. 1385].

Related Documents: None.

Status: This matter is adjourned to the Court’s omnibus hearing on May 31, 2011.

2. Denver Insurance Company Motion for Relief from Stay. Motion of Security Life of Denver Insurance Company for Relief from the Automatic Stay in Order to Issue Notices Pursuant to Debtor Pathmark Stores, Inc.’s Pre-Petition Corporate Owned Life Insurance Policies and to Enforce Rights and Remedies Therein [Docket No. 1485].

Response Date: May 11, 2011, at 4:00 p.m. (prevailing Eastern Time). The response deadline for the Debtors and the official committee of unsecured creditors has been extended by agreement to May 23, 2011 at 12:00 p.m. (prevailing Eastern Time).

Related Documents:

- (A) Notice of Adjournment of Hearing on Security Life of Denver Insurance Company’s Motion for Relief from the Automatic Stay in Order to Issue Notices Pursuant to Debtor Pathmark Stores, Inc.’s Pre-Petition Corporate Owned Life Insurance Policies and to Enforce Rights and Remedies Therein [Docket No. 1579].

Status: This matter is adjourned to the Court's omnibus hearing on May 31, 2011.

3. Balance Innovations LLC's Motion for Expense Claim. Motion by Balance Innovations LLC for Payment of Administrative Expense Claim [Docket No. 914].

Response Date: April 21, 2011 at 4:00 p.m. (prevailing Eastern Time). The response deadline for the Debtors has been extended by agreement to June 7, 2011 at 4:00 p.m. (prevailing Eastern Time).

Responses Received: None.

Related Documents: None.

Status: This matter is adjourned to the Court's omnibus hearing on June 14, 2011.

4. HOP Energy, LLC's Motion for Expense Claim. Motion of HOP Energy, LLC for Allowance and Payment of an Administrative Expense Claim Pursuant to Sec. 503(b)(9) of the Bankruptcy Code [Docket No. 1159].

Response Date: May 11, 2011 at 4:00 p.m. (prevailing Eastern Time). The response deadline for the Debtors has been extended by agreement to June 7, 2011 at 4:00 p.m. (prevailing Eastern Time).

Responses Received: None.

Related Documents: None.

Status: This matter is adjourned to the Court's omnibus hearing on June 14, 2011.

5. Vermont Bread Company's Motion for Expense Claim. Motion of VBC, Inc. for Allowance and Immediate Payment of Administrative Expense Claim Pursuant to 11 U.S.C. § 503(b)(9) [Docket No. 1282].

Response Date: May 11, 2011 at 4:00 p.m. (prevailing Eastern Time). The response deadline for the Debtors has been extended by agreement to June 7, 2011 at 4:00 p.m. (prevailing Eastern Time).

Responses Received: None.

Related Documents: None.

Status: This matter is adjourned to the Court's omnibus hearing on June 14, 2011.

6. Rich Products Corporation's Motion for Relief from Stay. Motion of Rich Products Corporation for Relief from the Automatic Stay in Order to Effect Setoff Pursuant to 11 U.S.C. § 553 [Docket No. 1000].

Response Date: May 11, 2011 at 4:00 p.m. (prevailing Eastern Time). The response deadline for the Debtors has been extended by agreement to June 7, 2011 at 4:00 p.m. (prevailing Eastern Time).

Responses Received: None.

Related Documents: None.

Status: This matter is adjourned to the Court's omnibus hearing on June 14, 2011.

7. Joanice and Jose Silva's Motions to Modify Stay. Motion to Modify Stay [Docket No. 812, 818].

Related Documents:

- (A) Debtors' Omnibus Objection to Motions to Modify or Lift the Automatic Stay Pursuant to 11 U.S.C. § 362(d) [Docket No. 893].
- (B) Debtors' Omnibus Objection and Supplemental Objection to Motions to Modify or Lift the Automatic Stay Pursuant to 11 U.S.C. § 362(d) on Account of Personal Injury Claims [Docket No. 1380].

Status: This matter is adjourned to a date to be determined.

8. Alane Levine Motion for Relief from Stay. Motion to Modify Stay [Docket No. 1280, 1311].

Related Documents:

- (A) Debtors' Omnibus Objection to Motions to Modify or Lift the Automatic Stay Pursuant to 11 U.S.C. § 362(d) [Docket No. 893].



(B) Debtors' Omnibus Objection and Supplemental Objection to Motions to Modify or Lift the Automatic Stay Pursuant to 11 U.S.C. § 362(d) on Account of Personal Injury Claims [Docket No. 1380].

Status: This matter is adjourned to a date to be determined.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

New York, New York  
Dated: April 16, 2011

*/s/ Ray C. Schrock*

---

James H.M. Sprayregen P.C.  
Paul M. Basta  
Ray C. Schrock  
KIRKLAND & ELLIS LLP  
601 Lexington Avenue  
New York, New York 10022  
Telephone: (212) 446-4800  
Facsimile: (212) 446-4900

- and -

James J. Mazza, Jr.  
KIRKLAND & ELLIS LLP  
300 North LaSalle  
Chicago, Illinois 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200

Counsel to the Debtors and Debtors in  
Possession